

RECORDATION NO. 30066 FILED

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SOUTHERN RAILROAD BOARD

January 12, 2012

Surface Transportation Board
395 E Street, SW, Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease

To Whom It May Concern:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are (3) originals of a Memorandum of Lease Agreement dated November 8, 2011, a primary document as defined in the Board's Rules for Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	Lessee:
Progress Rail Leasing Corporation 1600 Progress Drive Albertville, Alabama 35950	Conrad Yelvington Distributors, Inc. 800 Big Tree Road South Daytona, Florida 32119

A description of the railroad equipment covered by the enclosed document is forty-five (45) 100-Ton 263,000 Gross Rail Load Hopper Cars having SPSX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease.

Also enclosed, please find a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped copies of the enclosed document to the undersigned.

If you have any questions regarding the above-referenced matter, please contract me.

Thank you,
PROGRESS RAIL SERVICES CORPORATION

Brandy Plunkett, CP
Certified Paralegal
(256) 505-6752
Plunkett_Brandy@cat.com

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE ^{Nov} (the "Memorandum") is made and entered into as of the 8 day of ~~October~~, 2011, by and between Progress Rail Leasing Corporation (the "Lessor"), a Delaware corporation, and Conrad Yelvington Distributors, Inc. ("Lessee"), a(n) Florida corporation

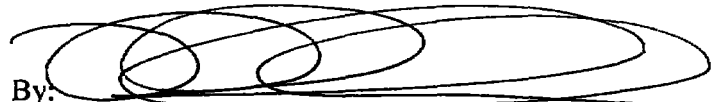
WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Master Railcar Lease Agreement (the "Lease") dated as of September 26, 2011, as supplemented by that certain Schedule 2 dated as of the date hereof, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to said Lease, as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers, duly authorized as of the date and year first above written.

LESSOR:

PROGRESS RAIL LEASING CORPORATION

By: 

J. Duane Cantrell, its Senior Vice President

ATTEST:

By: 
Doug Creech, Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Brandy Plunkett, a Notary Public of the County and State aforesaid, certify that J. Duane Cantrell, as Senior Vice President of Progress Rail Leasing Corporation personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 8 day of ^{Nov}~~October~~, 2011.

Brandy Plunkett
Notary Public

My commission expires: _____

My Commission Expires 10-10-2012

JGN

LESSEE:

CONRAD YELVINGTON DISTRIBUTORS,
INC.

By: [Signature]
Name: GARY YELVINGTON
Its: President

ATTEST:

By: [Signature]
Name: KATHLEEN S. MCGEE
Its: _____

STATE OF Florida

COUNTY OF Solivia

I, LINDA W SMITH, a Notary Public of the County and State aforesaid,
certify that Gary Yelvington, as President of Conrad Yelvington
Distributors, Inc. personally appeared before me this day and acknowledged his due
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 8 day of NOVEMBER ~~October~~, 2011.

[Signature]
Notary Public
My commission expires:



LINDA W SMITH
Notary Public, State of Florida
My Comm. Expires March 15, 2014
Commission No. DD 959107

EXHIBIT A
TO
MEMORANDUM OF LEASE

Number of Cars: Forty-Five (45)

Description of Cars: 100-Ton 263,000 Gross Rail Load Hopper Cars

Car Numbers:

SPSX	38430
SPSX	40031
SPSX	40181
SPSX	40188
SPSX	40236
SPSX	40333
SPSX	40714
SPSX	41010
SPSX	44117
SPSX	44160
SPSX	44187
SPSX	44238
SPSX	44314
SPSX	44402
SPSX	44470

SPSX	44643
SPSX	44710
SPSX	44815
SPSX	44816
SPSX	44854
SPSX	44879
SPSX	44903
SPSX	44986
SPSX	45051
SPSX	45112
SPSX	45172
SPSX	45315
SPSX	45729
SPSX	45771
SPSX	45809

SPSX	45913
SPSX	45920
SPSX	45934
SPSX	45937
SPSX	45975
SPSX	46072
SPSX	46101
SPSX	46137
SPSX	46200
SPSX	46259
SPSX	46308
SPSX	46309
SPSX	46339
SPSX	46386
SPSX	46426